

U. S. Bell Application for Certificate to become a telecommunications carrier.

Question 5

- a. issues related to processing this application
- b. consumer issues
- c. customer complaint resolution
- e. tariff pricing issues
- f. 911 issues
- g. security/ law enforcement

William Brzycki
Vice President of Corporate Affairs
8380 Louisiana Street
Merrillville, IN 46410
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wbrzycki@hotmail.com

- d. technical and service quality issues

Keanan Kintzel
President
8380 Louisiana Street
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Keanan@niiia.net

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Question 12

Keanan Kintzel, President of U. S. Bell, earned a degree in Aeronautical Engineering from Arizona State University. Mr. Kintzel has been active as a business owner and executive since 1987. Mr. Kintzel has worked in the Telecommunications field for the last five years, running a Marketing Department, managing the provisioning and accounting areas of various companies, and acting as a member of the Board of Directors in starting U. S. Bell.

William Brzycki, Vice President of Corporate Affairs for U. S. Bell, is a graduate of Purdue University with a degree in business majoring in accounting. Mr. Brzycki has been active in the Telecommunications field for six years, first in the capacity of an accountant and for the past three years as a Regulatory Affairs Specialist.

George Vasquez, Vice President of Operations and Secretary/ Treasurer for U. S. Bell, has been active in the telecommunications industry since 1995. Mr. Vasquez has managed Customer Service, provisioning and treasury departments for several firms over the past five years.

Elizabeth Ontiveros Rosas, Manager Information Systems for U. S. Bell, has a degree in business from Indiana University with a concentration in Computer Systems. Ms. Rosas spent six years working in the accounting field implementing systems and software for government agencies initially as a programmer and later as a consultant. Ms. Rosas joined U. S. Bell during start up stages in February of 2000.

09/01/00

U.S. Bell
Balance Sheet
 As of September 1, 2000

	<u>Sep 1, '00</u>
ASSETS	
Current Assets	
Checking/Savings	
Bank1-General Ledger	54,416.33
Bank1-Payroll - Zero Balance	-24,924.86
Total Checking/Savings	<u>29,491.47</u>
Total Current Assets	29,491.47
Other Assets	
Bank 1 - Savings Account	7,036.56
Due From Avatar	1,620.06
Other Assets	
Computers and equipment	1,500.00
Total Other Assets	<u>1,500.00</u>
Total Other Assets	10,156.62
TOTAL ASSETS	<u>39,648.09</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	26,075.24
Total Accounts Payable	<u>26,075.24</u>
Other Current Liabilities	
Loans to US Bell	16,186.00
Payroll Liabilities	25,680.47
Total Other Current Liabilities	<u>41,866.47</u>
Total Current Liabilities	<u>67,941.71</u>
Total Liabilities	67,941.71
Equity	
Opening Bal Equity	35,359.91
Opening Balance	500.00
Retained Earnings	-16,798.10
Net Income	-47,355.43
Total Equity	<u>-28,293.62</u>
TOTAL LIABILITIES & EQUITY	<u>39,648.09</u>

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF

U.S. BELL (CORPORATION)
INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

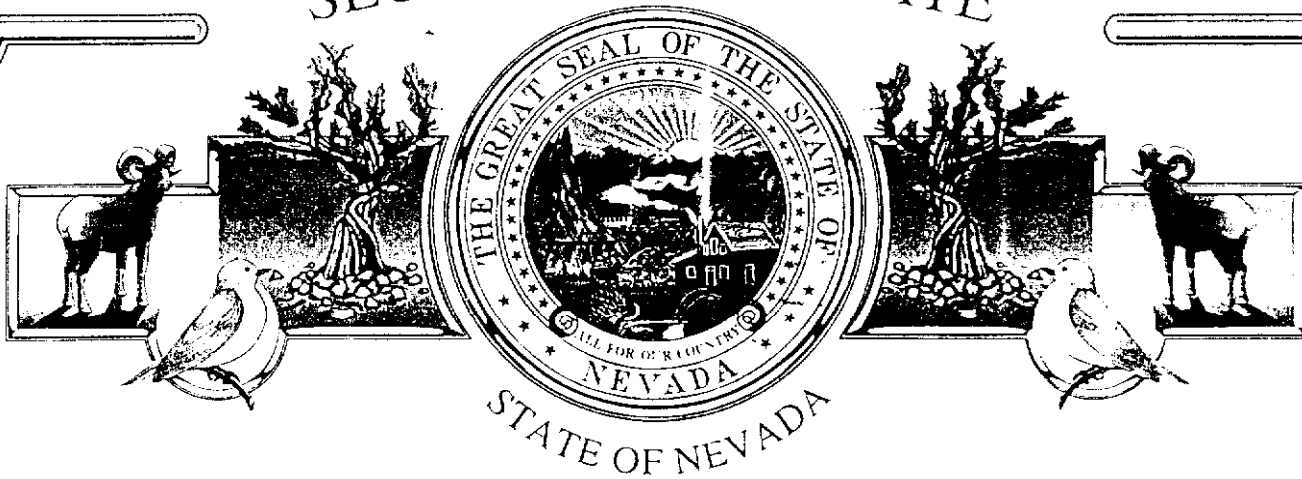
In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 20TH
day of JUNE A.D. 2000 and of
the Independence of the United States the two
hundred and 24TH



Jesse White

Secretary of State

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that U.S. BELL did on **October 28, 1999** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 29, 1999.



Dean Heller

Secretary of State

By

[Signature]
Certification Clerk

FILED # C26962.99

ARTICLES OF INCORPORATION

OCT 28 1999

IN THE OFFICE OF
John Hill
DEAN KELLEY SECRETARY OF STATE

OF

U.S. BELL

The undersigned proposes to form a corporation under the laws of the State of Nevada, relating to private corporations, and to that end hereby adopts articles of incorporation as follows:

ARTICLE ONE NAME

The name of the corporation is U.S. BELL.

ARTICLE TWO LOCATION

The registered office of this corporation is at 318 North Carson Street, Suite 214, City of Carson City, State of Nevada, 89701. The resident agent is State Agent and Transfer Syndicate, Inc.

ARTICLE THREE PURPOSES

This corporation is authorized to carry on any lawful business or enterprise.

ARTICLE FOUR CAPITAL STOCK

The amount of the total authorized capital stock of this corporation is \$25,000 as 25,000 shares each with a par value of one dollar (\$1.00). Such shares are non-assessable.

ARTICLE FIVE DIRECTORS

The initial governing board of this corporation shall be styled directors and shall have one member. The name and address of the member of the first board of directors is:

Keanan Kintzel
318 North Carson Street, Suite 214
Carson City NV 89701

ARTICLE SIX
ELIMINATING PERSONAL LIABILITY

Officers and directors shall have no personal liability to the corporation or its stockholders for damages for breach of fiduciary duty as an officer or director. This provision does not eliminate or limit the liability of an officer or director for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or the payment of distributions in violation of NRS 78.300.

ARTICLE SEVEN
INCORPORATORS

The name and address of the incorporator is: State Agent and Transfer Syndicate, Inc., 318 North Carson Street, Suite 214, Carson City, Nevada 89701.

ARTICLE EIGHT
PERIOD OF EXISTENCE

The period of existence of this corporation shall be perpetual.

ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

The articles of incorporation of the corporation may be amended from time to time by a majority vote of all shareholders voting by written ballot in person or by proxy held at any general or special meeting of shareholders upon lawful notice.

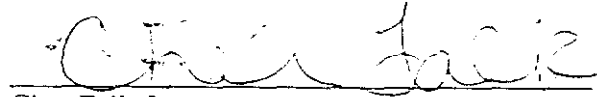
ARTICLE TEN
VOTING OF SHARES

In any election participated in by the shareholders, each shareholder shall have one vote for each share of stock he owns, either in person or by proxy as provided by law. Cumulative voting shall not prevail in any election by the shareholders of this corporation.

IN WITNESS WHEREOF the undersigned, STATE AGENT AND TRANSFER SYNDICATE, INC., for the purpose of forming a corporation under the laws of the State of Nevada, does make,

file and record these articles, and certifies that the facts herein stated are true; and I have accordingly hereunto set my hand this day, October 28, 1999.

INCORPORATOR:

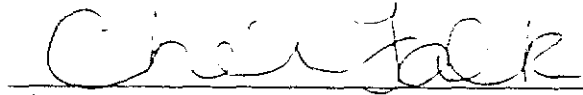
A handwritten signature in cursive script, appearing to read "Cher Falk", written over a horizontal line.

Cher Falk for
State Agent and Transfer Syndicate, Inc.

CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT BY RESIDENT AGENT

State Agent and Transfer Syndicate, Incorporated hereby certifies that on October 28, 1999, we accepted appointment as Resident Agent for the above named corporation in accordance with Sec. 78.090, NRS 1957.

IN WITNESS WHEREOF, I have hereunto set my hand this October 28, 1999.

A handwritten signature in cursive script, appearing to read "Cher Falk", written over a horizontal line.

Cher Falk for
State Agent and Transfer Syndicate, Inc.